

EXHIBITS TO DECLARATION OF SONG DIHUANG

EXHIBIT 6

国家国有资产管理局、财政部、国家外汇管理局
关于印发《境外国有资产产权登记管理暂行办法》的通知
(国资境外发[1992]29号 1992年6月25日)

(相关资料: 部门规章 8 篇 地方法规 4 篇)

国务院各部委、各直属机构、各行业总公司, 各省、自治区、直辖市计划单列市国有资产管理局(办公室、处)、财政厅(局)、外汇管理分局:

在全国范围内开展国有资产产权登记的工作, 已经国务院同意。为适应我国扩大对外开放的需要, 加强境外国有资产产权登记管理, 维护国家对外国有资产的合法权益, 根据国务院关于加强海外投资项目登记与管理的规定和国家国有资产管理局、财政部、国家工商行政管理局联合发布的《国有资产产权登记管理试行办法》(国资综发[1992]20号)第十八条规定的要求, 现将制定的《境外国有资产产权登记管理暂行办法》发给你们。请遵照执行。执行中的有关问题, 由国家国有资产管理局负责制定具体办法。

附件: 境外国有资产产权登记管理暂行办法

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第一条 为加强对境外国有资产的管理、监督, 维护国家对外国有资产的合法权益, 根据国务院关于加强海外投资项目登记与管理的规定和国家国有资产管理局、财政部、国家工商行政管理局联合发布的《国有资产产权登记管理试行办法》的要求, 制定本办法。

第二条 本办法所称境外国有资产, 是指各级人民政府、各部门和全民所有制企业及其他行政、事业单位向境外投资(包括现金及有价证券; 机器、设备; 无形资产, 如技术专利、商标商誉等)所形成的归中方所有的资产和按国家规定批准留用的资产收益, 境外企业、行政、事业单位(下称境外机构)接受馈赠、赞助及用贷款(包括境内、境外贷款)投资创办的境外机构内部积累等形成的应归中方所有的资产。境外国有资产包括动产、不动产、有形资产和无形资产。

第三条 境外国有资产产权登记, 是指国有资产管理部门依法代表国家对外国有资产进行登记, 取得国家对外国有资产的所有权的法律凭证, 确认境外机构占用、使用境外国有资产的法律行为。

第四条 凡占有、使用境外国有资产的企业、公司、其它经济组织、行政事业单位, 都必须按照本办法的规定向国有资产管理部门申报、办理产权登记手续。

第五条 境外国有资产产权登记主管机关是国家国有资产管理局和地方各级国有资产管理部门。

各级国有资产管理部门负责本级境外机构的国有资产产权登记。

尚无国有资产管理部门的地方, 暂由财政部门办理境外机构产权登记手续。

国有资产管理部门可以委托其他机关和单位办理境外国有资产产权登记手续。

产权登记按照统一政策、分级管理的原则组织实施。

第六条 经国务院及国务院各部委、直属机构批准的境外投资项目、设立的境外行政事业单位及其在驻在国(地区)内、外设立子公司、分公司或分支机构, 由投资或派出单位的主管单位组织审查并提出意见后, 由投资或派出单位负责到国家国有资产管理局办理产权登记手续。

经省、自治区、直辖市和计划单列市以下政府或部门批准的境外投资项目、设立的境外行政事业单位及其在驻在国(地区)内、外设立的子公司、分公司或分支机构, 由投资或派出单位所属的省、自治区、直辖市和计划单列市主管单位组织审查并提出意见后, 由投资或派出单位到所属省、自治区、直辖市和计划单列市国有资产管理部门办理产权登记手续。

由多个单位共同在境外建立机构或投资的, 分别到各投资或派出单位所属的国有资产管理部门登记各自占有、使用的国有资产。

第七条 各级国有资产管理部门将本级境外机构占有、使用的国有资产产权登记情况定期报告上级国有资产管理部门, 并抄送同级财政部门。

第八条 以下境外国有资产必须进行产权登记:

- (1) 国内企业、公司及其它经济组织到境外投资(合资、合作、独资等)设厂形成的国有资产;
- (2) 在境外注册各类贸易公司中的国有资产;
- (3) 对外承包工程的企业在境外的国有资产;
- (4) 境外行政、事业单位及其分支机构中的国有资产;
- (5) 其他应属国有的境外资产。

第九条 国家国有资产管理局负责统一制定《境外国有资产产权登记表》、《境外国有资产授权占用证书》。

境外机构办理产权登记,应按期限如实填报《境外国有资产产权登记表》,并由法定代表人(或中方代表人、负责人)签字。国有资产管理部门审查合格的《境外国有资产产权登记表》是核发《境外国有资产授权占用证书》的依据和国家对该境外机构占有、使用的境外国有资产拥有所有权的法律凭证。

国有资产管理部门核发的《境外国有资产授权占有证书》是境外机构对授予其经营管理的境外国有资产享有占有、使用和依法进行处分的权力的法律凭证。

《境外国有资产产权登记表》一式四份,分别由国有资产管理部门,境外机构及境外机构的上级主管单位各保存一份。一份抄送同级财政部门。

第十条 境外国有资产产权登记的主要内容:

- (一) 境外机构名称;
- (二) 境外机构地址;
- (三) 法定代表人姓名,或中方代表人和负责人姓名;
- (四) 主管范围,或业务范围;
- (五) 机构注册形式;
- (六) 投资或派出单位;
- (七) 企业(或单位)资产总额;
- (八) 注册资本总额;
- (九) 国有资本金总额;
- (十) 国有资产总额。

第十一条 境外国有资产产权登记分为开办产权登记、变动产权登记、注销产权登记和产权登记年度检查。

第十二条 国有资产管理部门对于在境内注册登记并在境外拥有国有资产产权的公司、企业或其他经济组织,在对其进行境外国有资产产权登记时,要以其是否掌握并安全保管为当地法律承认的境外国有资产的所有权证书或具有所有权法律凭证的证书为必要条件,在其办理境内产权登记时,要求提供业经办理的境外国有资产产权登记表及相关资料。

第十三条 国有资产管理部门对于行政事业单位境外的国有资产,可以委托其主管单位负责组织产权登记的审核工作,并现成其主管单位掌握并安全保管为当地法律承认的境外国有资产所有权证书或具有所有权法律凭证效力的证书,然后到国有资产管理部门办理产权登记。

第十四条 各级国有资产管理部门应妥善保管境外国有资产产权登记表,并建立产权登记档案,掌握境外国有资产的存量和变动情况。

第十五条 本办法颁发后到境外办理机构注册和项目投资的,经国务院和各地地方政府授权的审批单位批准后,在授权部门审核颁发批准证书及相应的批准文件、外汇管理部门申报立案手续。境外机构正式注册设立后60日内,按本办法规定正式办理开办产权登记手续。

本办法颁发前已在境外的机构和国有资产拥有单位,应一律补办境外国有资产产权登记手续。

第十六条 凡新批准的项目在办理开办产权登记申报手续时,应向国有资产管理部门提交下列文件:

- (1) 项目可行性研究报告的批复文件;
- (2) 有关政府主管单位或上级投资单位的批准文件;
- (3) 公司章程和建立公司的协议、合同;

- (4) 国有资本金的来源凭证;
- (5) 国有资产管理部门要求提供的其他文件。

第十七条 境外机构正式办理境外国有资产开办产权登记时, 应向国有资产管理部门提交下列文件:

- (1) 《境外国有资产产权<立案>登记表》;
- (2) 在驻在国(地区)进行项目投资和机构注册的法律文件, 境外为当地法律承认的所有权证书和公司物业登记证;
- (3) 本机构开办期初经境外会计师事务所验证并经主管单位审核的有关文件;
- (4) 对确需以个人名义办理注册登记的, 必须持有在当地具有所有权法律凭证效力的“股份声明书”、“委托代理声明书”、“股权转让书”和在国内办理委托协议书公证的文件等;
- (5) 国有资产管理部门要求提供的其他文件。

第十八条 本办法颁发时已在境外的国有资产, 其境外机构在补办产权登记手续时, 除应按本办法第十七条的规定提交文件外, 还应提交按当时规定的对境外机构审批设立的文件和上一年度经当地会计师事务所验证并经主管单位审核的资产负债表、损益表和利润分配的有关文件。

(相关资料: 部门规章 1 篇)

第十九条 境外机构经办理产权登记后, 如机构的名称、法定代表人、股权、国有资产负责人、投资或派出单位等发生变化, 以及国有资产总额发生超过一定比例的变化时, 应在六十天内按规定程序向原负责办理产权登记手续的国有资产管理部门申办变动产权登记手续。境外机构名称变更, 须换领《境外国有资产授权占用证书》。

境外机构发生分立、兼并、迁移和撤销等事项, 应按当地法律规定进行清算, 做出价值评估, 登记造册, 并按上级投资或派出单位批准的文件严格执行机构内、外资产和工作的交接, 防止境外国有资产被侵占、流失或被变相侵占。资产和工作职责交接结束后 60 日内, 也应按规定程序向原办理产权登记的国有资产管理部门申办变动产权登记或注销产权登记。

第二十条 境外机构在办理变动产权登记时, 应向国有资产管理部门提交下列文件:

- (1) 变更事项的上级有关部门的批件和当地的有关法律文件;
- (2) 最近一次的产权登记表;
- (3) 变更当年或上一年按第十八条所要求的资产负债表、损益表和利润分配的有关文件;
- (4) 以个人名义持股或拥有物业产权的有关法律文件;
- (5) 国有资产管理部门要求提交的其他文件。

第二十一条 境外机构在办理注销产权登记时, 应向国有资产管理部门提交下列文件:

- (1) 注销产权的审批单位的批准文件;
- (2) 当地的有关法律文件和资产评估报告;
- (3) 境外机构财产清理报告书;
- (4) 产权注销当期经当地会计师事务所确认的并经主管单位审核的资产负债表及编制说明;
- (5) 最近一次产权登记表及《境外国有资产授权占用证书》及其副本;
- (6) 国有资产管理部门要求提交的其他有关文件。

第二十二条 境外机构在每年 4 月 30 日以前应到国有资产管理部门申办产权登记年度检查。境外机构在办理产权登记年度检查时, 应向国有资产管理部门提交下列文件:

- (1) 上一年度的产权登记表和《境外国有资产授权占用证书》;
- (2) 上一年度按第十八条所要求的资产负债表、损益表和利润分配有关文件;
- (3) 以个人名义持股或拥有物业产权的有关法律文件;
- (4) 国有资产的增减变化情况和原因说明;
- (5) 国有资产管理部门要求提交的其他有关文件。

第二十三条 境外国有资产的主管单位有责任督促所属投资和派出单位按规定办理产权登记和产权登记年度检查手续, 并向同级国有资产管理部门提交年度报告, 综合说明当年本部门所属境外国有资产产权

的变动情况。

第二十四条 境外机构办理产权登记时,应按国家有关规定向国有资产管理部门交纳产权登记手续费和证书工本费。

第二十五条 凡不按本规定办理境外国有资产产权登记的单位,对其境内的投资或派出单位不予办理产权登记;国有资产管理部门有权依照《国务院关于违反财政法规处罚的暂行规定》,对境外机构和责任人员予以处罚、处理。

国有资产管理部门发现登记单位填报的内容与实施不符的有权要求予以更正、或重新登记。

第二十六条 军队和特定部门的境外国有资产产权登记管理办法,由相应部门参照本办法另行制定,并报送国家国有资产管理局备案。

第二十七条 本办法由国家国有资产管理局负责解释。

第二十八条 本办法自颁发之日起施行。

Interim Measures on Administration of Property Rights

Registration of Overseas State-owned Assets

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Art. 4 Any enterprises, companies, other economic entities, administrative bodies that have possessed, utilized overseas state-owned assets, must declare to, conduct formalities of property rights registration with, the state-owned assets administration authority.

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Art 10 The main contents of property rights registration of overseas state-owned assets include:

- (1) name of the overseas institution;
- (2) address of the overseas institution;
- (3) name of the legal representative, or chief representative from Chinese party and person in charge;
- (4) scope of administration, or scope of business;
- (5) form of registration of the institution;
- (6) capital contributors or unit of dispatch;
- (7) total value of the assets of the enterprise (or unit);
- (8) total amount of registered capitals;
- (9) total amount of state-owned capitals;
- (10) total value of state-owned assets.

Art 17. When overseas institute is formally conducting the property rights registration of overseas state-owned assets, following documents should be produced to the state-owned assets administration authority:

- (1) Registration Form (on file) of Property Rights of Overseas State-owned Assets;
- (2) Legal instrument of project investment and institution registration at the country (region), Overseas ownership certificate which is recognized by the local law and registration certificate for the company estate;
- (3) Relevant documents for the opening of the Institute which has been verified by overseas auditors and approved by the competent authority;
- (4) where it is indeed necessary to incorporate and register the institute in the name of individual, there must be produce the "Shares Statement", "Entrust Statement", "Shares Transfer Agreement" which have the legal effect of document of owners in the local area, as well as the duly executed Notarial Certificate of Contract of Entrust;
- (5) other documents that may be required by the state-owned assets administration authority.

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Art 22 Overseas institute shall carry out annual inspection on property rights registration at the state-owned assets administration authority before 30 April every year. When carrying out the annual inspection of property rights registration, the overseas institute shall produce following documents to the state-owned assets administration authority:

- (1) Property Rights Registration Form and Certificate of Authorized Possession of Overseas State-owned Assets for the preceding year;
- (2) Balance Sheet, Loss and Profit Statement and relevant documents on profit distribution for the preceding year according to Art 18.
- (3) Relevant legal documents on shareholding by individuals or estate ownership;

- (4) Variation of state-owned assets and explanatory notes for such variation;
- (5) Other documents as may be required by the state-owned assets administration authority.

Richards Butler Free Translation

Notice of the Distribution of Interim Measures on Administration of Property Rights
Registration of Overseas State-owned Assets by the State-owned Assets Administration
Bureau, Ministry of Finance and State Administration of Foreign Exchange
(Guo Zi Jing Wai Fa [1992] No. 29 25th June 1992)

(Relevant information: 8 Departmental Rules and 4 Regional Regulations)

To: Various departments and committees under the State Council, all directly subordinated authorities, general corporations of all industries, the state-owned assets administration bureaux (offices and departments) of all provinces, self-autonomous regions, municipalities directly under the Central Government and cities specifically designated in the state plan, Ministry of Finance (Finance Department), sub-branches of State Administration of Foreign Exchange:

The State Council has consented to the property rights registration of state-owned assets on a national scale. In order to meet the needs for further expanding the open door policy of our country, strengthen the registration and administration of overseas state-owned assets and protect our country's lawful interests in overseas state-owned assets, we hereby formulate and distribute the Interim Measures on Administration of Property Rights Registration of Overseas State-owned Assets pursuant to the provisions on strengthening the registration and administration of overseas investment projects promulgated by the State Council and Article 18 of the Interim Measures on Administration of Property Rights Registration of Overseas State-owned Assets (Guo Zi Zong Fa [1992] No. 20) jointly promulgated by the State-owned Assets Administration Bureau, Ministry of Finance and State Administration of Foreign Exchange. You are requested to act accordingly. The State-owned Assets Administration Bureau of the State shall formulate the specific measures to address any issues arising from implementation.

Schedule: Interim Measures on Administration of Property Rights Registration of Overseas State-owned Assets

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Article 1 For the purposes of strengthening the administration and supervision of overseas state-owned assets and protecting the State's lawful interests in overseas state-owned assets, these Measures are formulated pursuant to the provisions on strengthening the registration and administration of overseas investment projects promulgated by the State Council and the Interim Measures on Administration of Property Rights Registration of

Overseas State-owned Assets jointly promulgated by the State-owned Assets Administration Bureau, Ministry of Finance and State Administration of Foreign Exchange.

Article 2 For the purposes of these Measures, overseas state-owned assets refer to the assets belonging to the PRC party which are formed by the overseas investments (including cash and marketable securities, machinery, equipment, intangible assets such as technological patents, trademark, goodwill) by various levels of people's governments, departments, collective-ownership enterprises, other administrative and business bodies, revenue arising from the assets which are approved for retention pursuant to the State regulations, gifts and sponsorships received by overseas enterprises, administrative and business bodies (hereinafter referred to as "Overseas Institutions") and the assets internally accrued by Overseas Institutions being established by loan investments (including domestic and overseas loans) and belong to the PRC party. Overseas state-owned assets include movables, immovables, tangible and intangible assets.

Article 3 The property rights registration of overseas state-owned assets refer to the registration of overseas state-owned assets by the state-owned assets administration authorities on behalf of the State pursuant to law, the obtaining of legal evidence showing ownership of overseas state-owned assets by the State, and confirmation of the possession and utilization of overseas state-owned assets by Overseas Institutions.

Article 4 All enterprises, companies, other economic entities, administrative and business bodies that have possessed and utilized overseas state-owned assets shall declare to the state-owned assets administration authority and go through the property rights registration formalities pursuant to these Measures.

Article 5 The State-owned Assets Administration Bureau of the State and various levels of local state-owned assets administration authorities shall be the competent authority in charge of the property rights registration of overseas state-owned assets.

The various levels of state-owned assets administration authorities shall be responsible for the property rights registration of overseas state-owned assets at their own levels.

For any places without establishing a state-owned assets administration authority for the time being, the property rights registration formalities of the Overseas Institutions shall be handled by the Ministry of Finance temporarily.

The state-owned assets administration authorities may entrust other authorities and bodies to handle the property rights registration formalities of overseas state-owned assets.

The property rights registration shall be organized and implemented according to the principles of standardized policy and administration at various levels.

Article 6 In the case of overseas investment projects, administrative and business bodies established overseas and their subsidiaries and branches in or outside a country (region) approved by the State Council and the various departments, committees and directly subordinated authorities, after the competent authorities in charge of the investing or appointing units have conducted examination and given opinions, the investing or appointing units shall be responsible for going through the property rights registration formalities at the State-owned Assets Administration Bureau.

In the case of overseas investment projects, administrative and business bodies established overseas and their subsidiaries and branches in or outside a country (region) approved by the governments or departments of provinces, self-autonomous regions, municipalities directly under the Central Government and cities specifically designated in the state plan or below, after the competent authorities of the provinces, self-autonomous regions, municipalities directly under the Central Government and cities specifically designated in the state plan to which the investing or appointing units belong have conducted examination and given opinions, the investing or appointing units shall be responsible for going through the property rights registration formalities at the state-owned assets administration authorities of the provinces, self-autonomous regions, municipalities directly under the Central Government and cities specifically designated in the state plan to which the investing or appointing units belong.

In the case of an institution or investment jointly established or made by a number of units, such units shall be responsible for registering the state-owned assets possessed and utilized by them respectively at the state-owned assets administration authorities to which the various investing or appointing units belong.

Article 7 The various levels of state-owned assets administration authorities shall regularly report the status of property rights registration of state-owned assets being possessed and utilized by the Overseas Institutions of their own levels to their senior levels of state-owned assets administration authorities with copies to the Ministry of Finance.

Article 8 Property rights registration of the following overseas state-owned assets must be carried out:

- (1) the state-owned assets formed by the overseas investments (joint venture, cooperative venture, wholly-owned etc) and setting up of factories by PRC domestic enterprises, companies and other economic entities;
- (2) the state-owned assets of various trading companies registered overseas;
- (3) the overseas state-owned assets of enterprises which contract for overseas projects;
- (4) the state-owned assets of overseas administrative, business bodies and their branches;
- (5) other overseas assets that shall belong to the State.

Article 9 The State-owned Administration Bureau of the State is responsible for preparing the standard Registration Form of Property Rights of Overseas State-owned Assets and the Certificate of the Authorized Utilization of Overseas State-owned Assets.

When an Overseas Institution goes through property rights registration, it must truthfully complete the Registration Form of Property Rights of Overseas State-owned Assets which shall be signed by the legal representative (or the representative or responsible person of the PRC party). After the state-owned assets administration authority has examined and accepted the Registration Form of Property Rights of Overseas State-owned Assets, it shall serve as the basis for the issuance of the Certificate of the Authorized Utilization of Overseas State-owned Assets and the legal evidence showing the property rights of the overseas state-owned assets possessed and utilized by the Overseas Institutions as approved by the State.

The Certificate of the Authorized Utilization of Overseas State-owned Assets issued by the state-owned assets administration authority shall constitute the legal evidence showing the powers of the Overseas Institutions to possess, utilize and dispose of the overseas state-owned assets to be operated and managed by the Overseas Institutions pursuant to law.

The Registration Form of Property Rights of Overseas State-owned Assets shall be prepared in four copies to be retained by the state-owned assets administration authority, Overseas Institution and the competent authority

of such Overseas Institution respectively, and one copy shall be sent to the finance department of the same level.

Article 10 The main contents of property rights registration of overseas state-owned assets are:

- (1) name of the Overseas Institution;
- (2) address of the Overseas Institution;
- (3) name of the legal representative, or the name of the representative or responsible person of the PRC party;
- (4) scope of administration or scope of business;
- (5) form of registration of the Institution;
- (6) investing or appointing unit;
- (7) total amount of assets of the enterprise (or unit);
- (8) total registered capital;
- (9) total amount of state-owned capital;
- (10) total amount of state-owned assets.

Article 11 The property rights registration of overseas state-owned assets is divided into registration of establishment property rights, change of property rights registration, cancellation of property rights registration and annual inspection of property rights registration.

Article 12 In the case of the companies, enterprises or other economic entities that are registered in PRC and possess property rights of overseas state-owned assets, the state-owned assets administration authority will, at the time of going through property rights registration of overseas state-owned assets, confirm whether they have possessed and safely kept the property rights certificates of the overseas state-owned assets recognized by the law of the place at which assets are located or certificates showing the legal ownership and such certificates shall serve as the requisite requirement. In the course of going through domestic property rights registration, they would be required to provide the processed Registration Form of Property Rights of Overseas State-owned Assets and relevant information.

Article 13 In the case of the overseas state-owned assets of administrative or business bodies, the state-owned assets administration authority may entrust the

competent authority of such administrative or business bodies to handle the property rights registration and examination, and entrust the competent authority to get hold of and safely keep the property rights certificates of the overseas state-owned assets recognized by the local law or certificates proving legal ownership, and go through the property rights registration at the state-owned assets administration authority.

Article 14 The state-owned assets administration authorities at various levels should properly keep the Registration Form of Property Rights of Overseas State-owned Assets, open property rights registration files and get hold of information about the quantity and changes of overseas state-owned assets.

Article 15 If an institution is to be registered or an investment project is to be made overseas after the promulgation of these Measures, then after the approval by the State Council and the examination authorities authorized by the various regional governments, the institution or investment project shall be subject to examination by the authorizing department, obtain approval certificate and corresponding approval document issued by such department and declare (on file) to the foreign exchange administration department. Within 60 days after formal registration, an overseas institution shall formally go through property rights registration pursuant to these Measures.

If an institution or any unit possessing state-owned assets is already outside PRC before the promulgation of these Measures, they shall all go through the property rights registration of overseas state-owned assets.

Article 16 In the case of newly approved projects, the following documents should be submitted to the state-owned assets administration authority at the time of going through the registration of establishment property rights:

- (1) approval of the feasibility study report of the project;
- (2) approval documents issued by the relevant competent government authority or the investing unit at an upper level;
- (3) the articles of association of the company in question and agreement and contract relating to the establishment of such company;
- (4) proof of the source of the state-owned capital;
- (5) other documents as may be requested by the state-owned assets administration authority.

Article 17 When an Overseas Institution formally goes through the property rights registration of overseas state-owned assets, it should submit the following documents to the state-owned assets administration authority:

- (1) Registration Form (on file) of Property Rights of Overseas State-owned Assets;
- (2) the relevant legal documents of project investment and registration at the country (region), overseas ownership certificates which is recognized by the local laws and the registration certificate for the company estate;
- (3) relevant documents in respect of the initial stage of establishment of the Institution duly verified by an overseas firm of accountants and examined by the competent authority;
- (4) where it is indeed necessary to incorporate and register the Institute in the name of any individual, there must be produced the Shares Statement, Entrust Statement, Share Transfer Agreement which have the legal effect of document of owners in the local area, as well as the duly executed notorial certificate of contract of entrustment in the PRC;
- (5) other documents as may be requested by the state-owned assets administration authority.

Article 18 For any state-owned assets which are already outside PRC at the time of the promulgation of these Measures, when an Overseas Institution goes through the property rights registration formalities, it shall submit the documents relating to the examination and approval of the establishment of the Overseas Institution as may be specified for the time being, the balance sheet, profit and loss account and profit distribution plan of the assets for the previous year verified by a domestic firm of accountants and examined and approved by the competent authority in addition to the documents requested under Article 17.

(Relevant information: One set of department regulations)

Article 19 After an Overseas Institution has completed property rights registration, if there is any change to the name, legal representative, shareholding, responsible person of state-owned assets, investing or appointing unit in respect of the Overseas Institution, and if there is any change to the total amount of state-owned assets exceeding a specified ratio, the Institution shall go through property rights registration formalities in respect of such changes at the original state-owned assets administration authority in charge of the property rights registration within 60 days pursuant to the

specified procedures. If an Overseas Institution changes its name, it should apply for a new Certificate of the Authorized Utilization of Overseas State-owned Assets as replacement.

In the event of the spin-off, merger, transfer and revocation of the Overseas Institution, it should go through liquidation formalities pursuant to the local laws, prepare a valuation report, proceed to registration, prepare the relevant books, and handle the transfer of the relevant assets and duties within the Institution and with any third party strictly according to the approval documents issued by the investing or appointing unit at an upper level to prevent the appropriation, loss or disguised appropriation of overseas state-owned assets. Within 60 days after the transfer of the relevant assets and duties, the Overseas Institution should also apply to the original state-owned assets administration authority for change of property rights registration or cancellation of property rights registration pursuant to the specified procedures.

Article 20 When an Overseas Institution goes through the change of property rights registration, it should submit the following documents to the state-owned assets department:

- (1) approval of the relevant changes issued by the relevant department at an upper level and the relevant local legal documents;
- (2) the latest property rights registration form;
- (3) the balance sheet, profit and loss account and profit distribution plan of the assets for the year in which changes have undergone or for the preceding year pursuant to Article 18;
- (4) the relevant legal documents on shareholding or estate ownership by an individual;
- (5) other documents as may be requested by the state-owned assets administration authority.

Article 21 When an Overseas Institution goes through the cancellation of property rights registration, it should submit the following documents to the state-owned assets department:

- (1) approval documents issued by the examination and approval authority responsible for property rights cancellation;
- (2) the relevant legal documents and asset valuation report;
- (3) property liquidation report of the Overseas Institution;

- (4) the balance sheet and notes to its preparation confirmed by a PRC domestic firm of accountants and examined by the competent authority at the time of property rights cancellation;
- (5) the latest property rights registration form and the Certificate of the Authorized Utilization of Overseas State-owned Assets;
- (6) other documents as may be requested by the state-owned assets administration authority.

Article 22 An Overseas Institution is required to go through the annual inspection of property rights registration at the state-owned asset administration department before 30th April each year. When an Overseas goes through the annual inspection of property rights registration, it should submit the following documents to the state-owned assets department:

- (1) the property rights registration form and the Certificate of the Authorized Utilization of Overseas State-owned Assets for the preceding year;
- (2) the balance sheet, profit and loss account and profit distribution plan of the assets for the preceding year pursuant to Article 18;
- (3) the relevant legal documents on shareholding or estate ownership by an individual;
- (4) status of the increase/decrease of state-owned assets and reasons therefor;
- (5) other documents as may be requested by the state-owned assets administration authority.

Article 23 The competent authority of overseas state-owned assets is under a duty to procure its subordinated investing or appointing units to go through property rights registration and annual inspection of the property rights registration formalities pursuant to the relevant provisions, submit the annual report to the state-owned assets administration authority of the same level and provide a summary to describe the changes of the overseas state-owned assets under this authority for the current year.

Article 24 When an Overseas Institution goes through property rights registration, it shall pay property rights registration fee and the costs of issuing certificates to the state-owned assets administration authority pursuant to the relevant rules and regulations.

Article 25 If any unit fails to go through property rights registration of overseas state-owned assets, the property rights registration of the domestic investing or appointing unit would not be allowed. The state-owned assets administration authority has the right to impose penalty on an Overseas Institution and its responsible personnel pursuant to the Interim Rules Governing the Penalty for Violation of Financial Rules and Regulations promulgated by the State Council.

If it is found that the contents provided by a registration unit are inconsistent with the implementation thereof, the state-owned assets administration authority has the power to request such unit to amend or re-register.

Article 26 In the case of the measures for the registration and administration of overseas state-owned assets by the army and the specific departments, the corresponding departments shall formulate separate provisions by reference to these Measures and submit to the State-owned Assets Administration Bureau of the State for record.

Article 27 These Measures shall be construed by the State-owned Assets Administration Bureau of the State.

Article 28 These Measures shall come into force from the date of promulgation.